

# Preface

*“Excellence is the unlimited ability to improve the quality of what you have to offer.”*

The Securities and Exchange Board of India (SEBI) has been proactively taking initiatives in making the securities market functioning more efficient, transparent and convenient for the investors.

In view of these efforts, the SEBI has issued the SEBI (Delisting of Equity Shares) Regulations, 2021 (New Delisting Regulations) on June 10, 2021, thereby superseding the erstwhile SEBI (Delisting of Equity Shares) Regulations, 2009.

The erstwhile Regulations were notified on June 10, 2009, thereafter, several amendments have been carried out in the delisting regulations according to the changing needs and developments in the securities market. Thus, to further streamline and simplify the procedure, the New Delisting Regulations were introduced, making the exit more robust, efficient, transparent and investor friendly.

Under New Delisting Regulations, SEBI has accorded recognition to the profession of Company Secretaries by exclusively authorizing a “Peer Review Company Secretary” to conduct due diligence and certify shares held by inactive shareholders. The New Delisting Regulations for the first time defined the term “Peer Review Company Secretary”. Further, the erstwhile Regulations identified only peer reviewed chartered accountants and merchant bankers as valuers. However, the same has now been defined with reference to Section 247 of the Companies Act, 2013 which widens the scope for the valuers. Accordingly, Company Secretaries being registered valuers can conduct valuation assignment under the New Delisting Regulations.

This publication titled contains the comparative analysis of the erstwhile and the New Delisting Regulations, suggestive formats, checklists, etc. which could be used as a ready reference by members while issuing the Due Diligence Report and Certification for shares held by inactive shareholders.

I place on record my sincere thanks to CS Ravi Varma, CS Sudhakar Saraswatula, CS Shailashri Bhaskar, CS Makarand M. Joshi, CS Nitin Somani for their contribution in the preparation and finalisation of the formats and Referencer. I commend the dedicated efforts put in by CS Nikita Dutta, CS Disha Kant, Deputy Director, ICSI ably guided by CS Alka Arora, Joint Director of the Directorate of Professional Development, ICSI under the overall guidance of CS Asish Mohan, Secretary, ICSI and stewardship of CS B Narasimhan, Chairman, Financial Services Committee & Council Member, ICSI and CS Manish Gupta, Chairman, Practising Company Secretaries Committee & Council Member, ICSI in bringing out this publication.

I am confident that this publication will prove to be of immense practical value to professionals, corporate executives, and academicians on the subject.

In any publication, there is always a scope for further improvement. I would personally be grateful to users and readers for offering their suggestions/ comments for further refinement.

Place : New Delhi

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**CS Nagendra D. Rao**

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